



QUARTERLY STATEMENT

AS OF MARCH 31, 2008
OF THE CONDITION AND AFFAIRS OF THE

Priority Health

NAIC Group Code	3383	3383	NAIC Company Code	95561	Employer's ID Number	38-2715520
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []		Is HMO, Federally Qualified? Yes [] No [X]			
Incorporated/Organized	03/07/1986		Commenced Business	10/15/1986		
Statutory Home Office	1231 East Beltline NE			Grand Rapids, MI 49525-4501		
	(Street and Number)			(City, State and Zip Code)		
Main Administrative Office	1231 East Beltline NE		Grand Rapids, MI 49525-4501		616-942-0954	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1231 East Beltline NE		Grand Rapids, MI 49525-4501			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	1231 East Beltline NE		Grand Rapids, MI 49525-4501		616-464-8926	
	(Street and Number)		(City, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Website Address	www.priority-health.com					
Statutory Statement Contact	Kristy Shoemaker			616-464-8926		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	kristy.shoemaker@priorityhealth.com			616-942-7916		
	(E-Mail Address)			(Fax Number)		

OFFICERS

Name	Title	Name	Title
Kimberly K Horn	President / Chief Executive Officer	Judith W Hooyenga	Secretary
Gregory A Hawkins	Treasurer / Chief Financial Officer		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Dennis Aloia	Daniel H Baldwin	Craig H Bethune	Richard C Breon
Gaylen J Byker	Karl D Deck	Georgia R Fojtajek	Michael P Freed
Lynn Kotecki	Michael I Love	Peter B Lundeen	Christina MacInnes
Edward M Millermaier	Kathleen S Ponitz	Stephen B Reznicek	Robert W Roth
Thomas G Schwaderer	Timothy V Smith	Hilary F Snell	Dale M Sowders
James J Stephanak	Jody D Vanderwel	Douglas A Zwemer	

State of Michigan
County of Kent ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Kimberly K Horn President / Chief Executive Officer	Judith W Hooyenga Secretary	Gregory A Hawkins Treasurer / Chief Financial Officer
Subscribed and sworn to before me this day of May, 2008		a. Is this an original filing? Yes [X] No []
Mary Bierlein, Document Coordinator 11/18/2012		b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	128,793,924		128,793,924	134,425,269
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	61,455,113	799,836	60,655,277	62,179,030
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	609,169	609,169	0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(6,013,709)), cash equivalents (\$0) and short-term investments (\$195,386,077)	189,372,368		189,372,368	170,060,202
6. Contract loans, (including \$premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	380,230,574	1,409,005	378,821,569	366,664,501
11. Title plants less \$charged off (for Title insurers only)			0	0
12. Investment income due and accrued	2,151,770		2,151,770	2,619,020
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	13,522,319	330,957	13,191,362	11,723,305
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums	359,770		359,770	299,273
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset			0	0
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$0)	10,680,263	10,680,263	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	746,490		746,490	2,897,622
22. Health care (\$4,808,682) and other amounts receivable	10,040,595	3,823,396	6,217,199	7,645,754
23. Aggregate write-ins for other than invested assets	3,979,600	3,979,600	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	421,711,381	20,223,221	401,488,160	391,849,475
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	421,711,381	20,223,221	401,488,160	391,849,475
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Goodwill	3,975,000	3,975,000	0	0
2302. Prepaid expenses	4,600	4,600	0	0
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	3,979,600	3,979,600	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	105,172,777	10,187,562	115,360,339	103,382,443
2. Accrued medical incentive pool and bonus amounts	20,867,608		20,867,608	17,652,309
3. Unpaid claims adjustment expenses	1,686,378	260,395	1,946,773	1,806,738
4. Aggregate health policy reserves	302,612		302,612	300,301
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	25,358,403		25,358,403	26,652,915
9. General expenses due or accrued	1,844,270		1,844,270	3,108,553
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	190,711		190,711	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	5,579,250		5,579,250	8,418,941
16. Payable for securities	3,628,305		3,628,305	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans	16,825		16,825	11,569
21. Aggregate write-ins for other liabilities (including \$10,217,349 current)	10,217,349	0	10,217,349	15,066,749
22. Total liabilities (Lines 1 to 21)	174,864,488	10,447,957	185,312,445	176,400,518
23. Aggregate write-ins for special surplus funds	XXX	XXX	1,000,000	1,000,000
24. Common capital stock	XXX	XXX	8,524	8,524
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	35,821,002	35,821,002
27. Surplus notes	XXX	XXX	33,839,572	33,839,572
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	145,506,617	144,779,859
30. Less treasury stock, at cost:				
30.1 .....shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 .....shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	216,175,715	215,448,957
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	401,488,160	391,849,475
DETAILS OF WRITE-INS				
2101. Acquisition Costs	10,217,349		10,217,349	15,066,749
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	10,217,349	0	10,217,349	15,066,749
2301. Appropriated Retained Earnings	XXX	XXX	1,000,000	1,000,000
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	1,000,000	1,000,000
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,084,933	1,248,444	4,871,980
2. Net premium income (including \$0 non-health premium income).....	XXX	314,518,464	346,390,029	1,375,182,101
3. Change in unearned premium reserves and reserve for rate credits	XXX		.0	.0
4. Fee-for-service (net of \$ medical expenses)	XXX		.0	.0
5. Risk revenue	XXX		.0	.0
6. Aggregate write-ins for other health care related revenues	XXX	105,480	.0	534,252
7. Aggregate write-ins for other non-health revenues	XXX	.0	.0	.0
8. Total revenues (Lines 2 to 7)	XXX	314,623,944	346,390,029	1,375,716,353
Hospital and Medical:				
9. Hospital/medical benefits		215,298,317	227,009,432	889,634,264
10. Other professional services		269,756	95,534	1,474,912
11. Outside referrals		7,588,885	6,453,579	33,202,697
12. Emergency room and out-of-area		6,375,687	10,257,099	42,939,898
13. Prescription drugs		54,185,283	63,095,351	247,111,785
14. Aggregate write-ins for other hospital and medical.....	.0	.0	.0	.0
15. Incentive pool, withhold adjustments and bonus amounts.....		5,716,140	6,227,612	26,815,410
16. Subtotal (Lines 9 to 15) .....	.0	289,434,068	313,138,607	1,241,178,966
Less:				
17. Net reinsurance recoveries		64,762	1,052,903	1,686,209
18. Total hospital and medical (Lines 16 minus 17) .....	.0	289,369,306	312,085,704	1,239,492,757
19. Non-health claims (net).....		.0	.0	.0
20. Claims adjustment expenses, including \$ 473,725 cost containment expenses.....		4,737,246	4,464,616	19,352,418
21. General administrative expenses.....		27,063,639	27,418,844	109,663,706
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....		.0	(734,596)	(2,276,000)
23. Total underwriting deductions (Lines 18 through 22) .....	.0	321,170,191	343,234,568	1,366,232,881
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(6,546,247)	3,155,461	9,483,472
25. Net investment income earned		3,550,020	4,405,026	17,067,073
26. Net realized capital gains (losses) less capital gains tax of \$.....		25,745	(9,782)	(175,065)
27. Net investment gains (losses) (Lines 25 plus 26) .....	.0	3,575,765	4,395,244	16,892,008
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$ ..... ) .....			.0	.0
29. Aggregate write-ins for other income or expenses .....	.0	106,338	376,647	(779,278)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(2,864,144)	7,927,352	25,596,202
31. Federal and foreign income taxes incurred	XXX		.0	.0
32. Net income (loss) (Lines 30 minus 31)	XXX	(2,864,144)	7,927,352	25,596,202
DETAILS OF WRITE-INS				
0601. Wellness Program Revenue.....	XXX	105,480	.0	534,252
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	105,480	0	534,252
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	.0	.0	.0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	.0	.0	.0	.0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Supplemental Interest Income.....	.0	.0	376,647	376,647
2902. Write-down on Dissolution of Affiliate.....	.0	.0	.0	(1,375,364)
2903. Management Fee Revenue.....	.0	106,338	.0	219,439
2998. Summary of remaining write-ins for Line 29 from overflow page .....	.0	.0	.0	.0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	106,338	376,647	(779,278)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	215,448,957	206,685,424	206,685,424
34. Net income or (loss) from Line 32.....	(2,864,144)	7,927,352	25,596,202
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	(1,629,950)	(2,338,573)	(160,757)
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....		0	0
39. Change in nonadmitted assets.....	371,452	(488,878)	(16,671,912)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....0	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	4,849,400	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	726,758	5,099,901	8,763,533
49. Capital and surplus end of reporting period (Line 33 plus 48)	216,175,715	211,785,325	215,448,957
DETAILS OF WRITE-INS			
4701. Purchase Price Adjustment.....	4,849,400	0	0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....0	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	4,849,400	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	311,696,705	1,387,110,437
2. Net investment income	4,079,986	17,944,106
3. Miscellaneous income	105,480	534,252
4. Total (Lines 1 to 3)	315,882,171	1,405,588,795
5. Benefits and loss related payments	272,688,002	1,242,783,836
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	32,813,539	130,800,566
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0
10. Total (Lines 5 through 9)	305,501,541	1,373,584,402
11. Net cash from operations (Line 4 minus Line 10)	10,380,630	32,004,393
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	9,230,003	33,429,541
12.2 Stocks	0	3,894
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	203,478	942,347
12.7 Miscellaneous proceeds	3,628,305	65,000
12.8 Total investment proceeds (Lines 12.1 to 12.7)	13,061,786	34,440,782
13. Cost of investments acquired (long-term only):		
13.1 Bonds	3,635,628	39,638,075
13.2 Stocks	96,403	5,492,575
13.3 Mortgage loans	0	0
13.4 Real estate	12,581	511,660
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	168,014	849,371
13.7 Total investments acquired (Lines 13.1 to 13.6)	3,912,626	46,491,681
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	9,149,160	(12,050,899)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	(217,624)	3,111,655
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(217,624)	3,111,655
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	19,312,166	23,065,149
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	170,060,202	146,995,053
19.2 End of period (Line 18 plus Line 19.1)	189,372,368	170,060,202

STATEMENT AS OF MARCH 31, 2008 OF THE Priority Health

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	398,183	1,090	399,365	.0	.0	.0	.0	7,728	.0	.0
2 First Quarter	359,422	1,595	349,085					8,742		
3 Second Quarter	.0									
4 Third Quarter	.0									
5 Current Year	.0									
6 Current Year Member Months	1,084,933	4,759	1,054,359					25,815		
Total Member Ambulatory Encounters for Period:										
7. Physician	882,451	3,694	843,750					35,007		
8. Non-Physician	66,331	100	65,282					949		
9. Total	948,782	3,794	909,032	.0	.0	.0	.0	35,956	.0	.0
10. Hospital Patient Days Incurred	26,190	90	22,247					3,853		
11. Number of Inpatient Admissions	5,855	22	5,305					528		
12. Health Premiums Written	314,776,404	899,199	296,263,045					17,614,160		
13. Life Premiums Direct	.0									
14. Property/Casualty Premiums Written	.0									
15. Health Premiums Earned	314,518,464	898,425	296,007,944					17,612,095		
16. Property/Casualty Premiums Earned	.0									
17. Amount Paid for Provision of Health Care Services	273,776,893	1,211,168	258,754,283					13,811,442		
18. Amount Incurred for Provision of Health Care Services	289,434,068	1,280,148	272,828,521					15,325,399		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$17,614,160

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

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UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	81,609,074	180,554,758	19,033,580	89,109,334	100,642,654	97,678,976
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare	4,069,638	9,741,804	912,575	6,304,850	4,982,213	5,703,467
7. Title XIX - Medicaid .....					.0	.0
8. Other Health .....					.0	.0
9. Health Subtotal (Lines 1 to 8).....	85,678,712	190,296,562	19,946,155	95,414,184	105,624,867	103,382,443
10. Healthcare receivables (a)	4,697,604		3,109,995	4,298,387	7,807,599	7,807,599
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	2,499,224		13,208,465	7,659,143	15,707,689	17,652,309
13. Totals	83,480,332	190,296,562	30,044,625	98,774,940	113,524,957	113,227,153

(a) Excludes \$0 loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Organization and Summary of Significant Accounting Policies

No material changes from year end disclosures.

2. Accounting Changes and Correction of Errors

Statutory Merger

On April 1, 2007, Care Choices HMO (Care Choices) merged with and into Priority Health (PH), at which time the separate existence of Care Choices ceased. The periods presented have been restated as if the merger had occurred as of January 1, 2006. The prior year Balance Sheet was not impacted. The following table represents the impact to the restated income statement for the period ended March 31, 2007:

Statement of Revenue and Expenses For the Period Ended March 31, 2007				
	Priority Health	Care Choices	Merger Accounting	Combined
Net Income	\$ 6,220,904	\$ 1,706,448	\$ -	\$ 7,927,352

The restatement did not impact the Balance Sheet or Income Statement for the current period.

3. Business Combinations and Goodwill

Acquisition of Care Choices and Trinity Health Plans

Statutory Merger

1. Effective December 21, 2006, PH entered into a Merger and Stock Purchase Agreement (the Merger Agreement) with Trinity Health-Michigan (Seller), Care Choices, and THP. On April 1, 2007, Care Choices merged with and into PH, at which time the separate existence of Care Choices ceased. Concurrently, PH acquired from the Seller all of the outstanding stock of THP. Care Choices and THP are Michigan nonprofit corporations.

As part of the settlement, Priority Health (PH) agreed to make an additional payment to Care Choices' previous owner based on retained membership as of April 1, 2008. The amount payable for the retained membership is estimated to be approximately \$10,217,349 at March 31, 2008. This represents a reduction in the estimate at year end of \$4,849,400 and is presented as an aggregate write-in on the *Capital and Surplus Account*.

2. No material changes from year end disclosures.
3. No material changes from year end disclosures.
4. No material changes from year end disclosures.
5. Not applicable.

4. Discontinued Operations

No material changes from year end disclosures.

5. Investments

No material changes from year end disclosures.

6. Joint Ventures, Partnerships and Limited Liability Companies

No material changes from year end disclosures.

7. Investment Income

No material changes from year end disclosures.

8. Derivative Instruments

No material changes from year end disclosures.

9. Income Taxes

No material changes from year end disclosures.

10. Information Concerning Parent, Subsidiaries, and Affiliates

No material changes from year end disclosures.

NOTES TO FINANCIAL STATEMENTS

11. Debt

No material changes from year end disclosures.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No material changes from year end disclosures.

13. Capital and Surplus, Shareholder's Dividend Restrictions, and Quasi-Reorganizations

No material changes from year end disclosures.

14. Contingencies

No material changes from year end disclosures.

15. Leases

No material changes from year end disclosures.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No material changes from year end disclosures.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

No material changes from year end disclosures.

18. Gain of Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

No material changes from year end disclosures

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No material changes from year end disclosures.

20. September 11 Events

No material changes from year end disclosures.

21. Other Items

No material changes from year end disclosures.

22. Events Subsequent

No material changes from 1st quarter disclosures.

23. Reinsurance

No material changes from year end disclosures.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No material changes from year end disclosures

25. Change in Incurred Claims and Claim Adjustment Expenses

No material changes from year end disclosures.

26. Intercompany Pooling Arrangements

No material changes from year end disclosures.

27. Structured Settlements

No material changes from year end disclosures.

28. Health Care Receivables

No material changes from year end disclosures.

29. Participating Policies

NOTES TO FINANCIAL STATEMENTS

No material changes from year end disclosures.

30. Premium Deficiency Reserves

No material changes from year end disclosures.

31. Anticipated Salvage and Subrogation

No material changes from year end disclosures.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

If yes, attach an explanation.

Yes ☐ No ☒ NA ☐
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2006
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2003
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

04/04/2005
- 6.4

By what department or departments?
OFIS.....
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?.....

Yes ☐ No ☒ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?.....

Yes ☐ No ☒
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes ☒ No ☐

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11

If the response to 9.1 is No, please explain:

.....

9.2

Has the code of ethics for senior managers been amended?.....

Yes ☐ No ☒

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes ☐ No ☒

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes ☒ No ☐

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

0

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒

11.2

If yes, give full and complete information relating thereto:

.....

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$0

13.

Amount of real estate and mortgages held in short-term investments:

\$0

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☒ No ☐

14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$21,874,578	\$24,088,439
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$21,874,578	\$24,088,439
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes ☐ No ☐

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Fifth Third Bank.....	Grand Rapids, MI.....
Huntington National Bank.....	Grand Rapids, MI.....
Mellon Trust.....	Pittsburgh, PA.....

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A.....	Prime Advisors, Inc.....	Bloomfield, CT.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

Showing All New Reinsurance Treaties - Current Year to Date

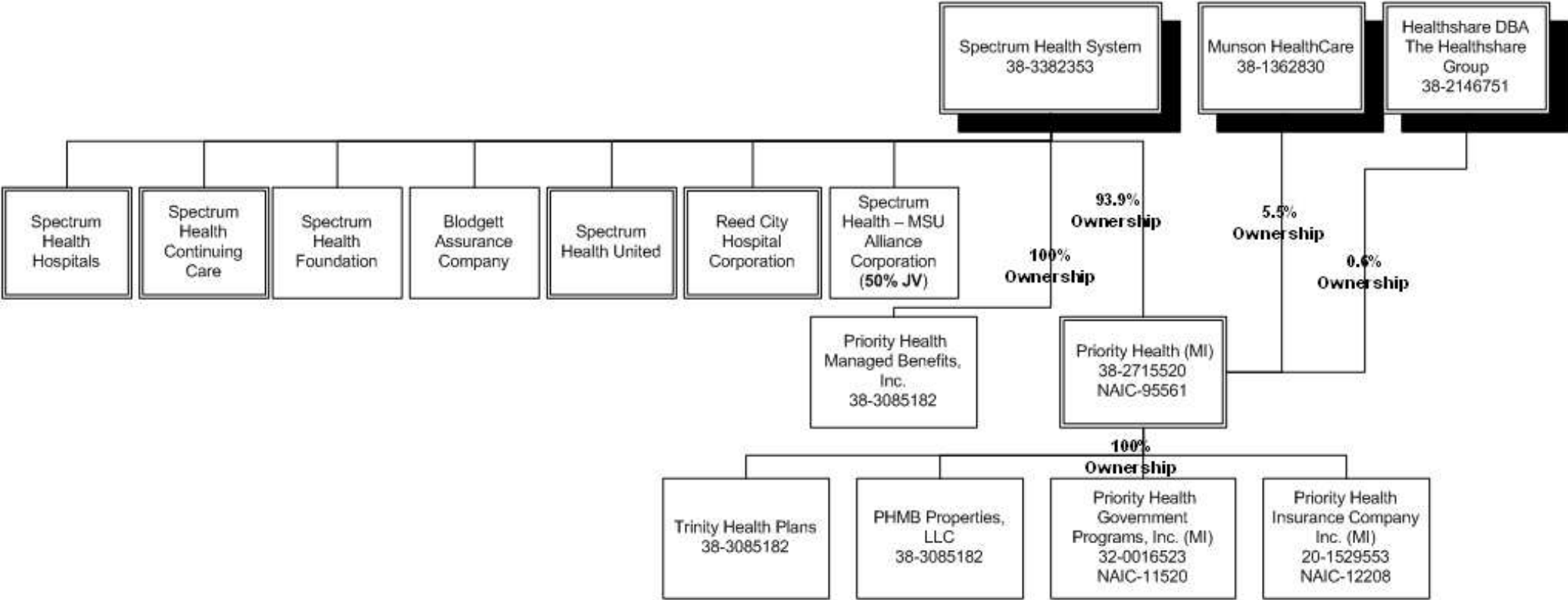
[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						.0	
2.	Alaska	AK	N						.0	
3.	Arizona	AZ	N						.0	
4.	Arkansas	AR	N						.0	
5.	California	CA	N						.0	
6.	Colorado	CO	N						.0	
7.	Connecticut	CT	N						.0	
8.	Delaware	DE	N						.0	
9.	District of Columbia	DC	N						.0	
10.	Florida	FL	N						.0	
11.	Georgia	GA	N						.0	
12.	Hawaii	HI	N						.0	
13.	Idaho	ID	N						.0	
14.	Illinois	IL	N						.0	
15.	Indiana	IN	N						.0	
16.	Iowa	IA	N						.0	
17.	Kansas	KS	N						.0	
18.	Kentucky	KY	N						.0	
19.	Louisiana	LA	N						.0	
20.	Maine	ME	N						.0	
21.	Maryland	MD	N						.0	
22.	Massachusetts	MA	N						.0	
23.	Michigan	MI	L	297,162,244	17,614,160				314,776,404	
24.	Minnesota	MN	N						.0	
25.	Mississippi	MS	N						.0	
26.	Missouri	MO	N						.0	
27.	Montana	MT	N						.0	
28.	Nebraska	NE	N						.0	
29.	Nevada	NV	N						.0	
30.	New Hampshire	NH	N						.0	
31.	New Jersey	NJ	N						.0	
32.	New Mexico	NM	N						.0	
33.	New York	NY	N						.0	
34.	North Carolina	NC	N						.0	
35.	North Dakota	ND	N						.0	
36.	Ohio	OH	N						.0	
37.	Oklahoma	OK	N						.0	
38.	Oregon	OR	N						.0	
39.	Pennsylvania	PA	N						.0	
40.	Rhode Island	RI	N						.0	
41.	South Carolina	SC	N						.0	
42.	South Dakota	SD	N						.0	
43.	Tennessee	TN	N						.0	
44.	Texas	TX	N						.0	
45.	Utah	UT	N						.0	
46.	Vermont	VT	N						.0	
47.	Virginia	VA	N						.0	
48.	Washington	WA	N						.0	
49.	West Virginia	WV	N						.0	
50.	Wisconsin	WI	N						.0	
51.	Wyoming	WY	N						.0	
52.	American Samoa	AS	N						.0	
53.	Guam	GU	N						.0	
54.	Puerto Rico	PR	N						.0	
55.	U.S. Virgin Islands	VI	N						.0	
56.	Northern Mariana Islands	MP	N						.0	
57.	Canada	CN	N						.0	
58.	Aggregate Other Alien	OT	XXX	.0	.0	.0	.0	.0	.0	.0
59.	Subtotal	XXX	297,162,244	17,614,160	.0	.0	.0	.0	314,776,404	.0
60.	Reporting entity contributions for Employee Benefit Plans	XXX							.0	
61.	Total (Direct Business)	(a) 1	297,162,244	17,614,160	0	0	0	0	314,776,404	0
DETAILS OF WRITE-INS										
5801.	.....	XXX								
5802.	.....	XXX								
5803.	.....	XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	632,051	223,104
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....	12,581	511,661
2.2 Additional investment made after acquisitions.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		0
5. Deduct amounts received on disposals.....		0
6. Total foreign exchange change in book/adjusted carrying value.....		0
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....	35,463	102,714
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....	609,169	632,051
10. Deduct total nonadmitted amount.....	609,169	632,051
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest at December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....		0
2.2 Additional investment made after acquisitions.....		0
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		0
7. Deduct amounts received on disposals.....		0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....		
10. Deduct current year's other than temporary impairment recognized.....		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted accounts.....		0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE BA – VERIFICATION

Other Long Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....		0
2.2 Additional investment made after acquisitions.....		0
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		0
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		0
7. Deduct amounts received on disposals.....		0
8. Deduct amortization of premium and depreciation.....		0
9. Total foreign exchange change in book/adjusted carrying value.....		0
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....		0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	197,413,930	186,410,980
2. Cost of bonds and stocks acquired.....	3,732,031	45,130,650
3. Accrual of discount.....	45,633	167,570
4. Unrealized valuation increase (decrease).....	(1,629,951)	(160,757)
5. Total gain (loss) on disposals.....	25,745	(165,328)
6. Deduct consideration for bonds and stocks disposed of.....	9,230,003	33,433,435
7. Deduct amortization of premium.....	108,348	535,750
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	190,249,037	197,413,930
11. Deduct total nonadmitted amounts.....	799,836	809,631
12. Statement value at end of current period (Line 10 minus Line 11).....	189,449,201	196,604,299

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	311,428,008	98,841,477	90,444,709	148,353	319,973,129	0	0	311,428,008
2. Class 2 (a).....	4,241,462	0	27,000	(7,589)	4,206,873	0	0	4,241,462
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	315,669,470	98,841,477	90,471,709	140,764	324,180,002	0	0	315,669,470
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	315,669,470	98,841,477	90,471,709	140,764	324,180,002	0	0	315,669,470

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0 ; NAIC 2 \$.....0 ; NAIC 3 \$.....0 ; NAIC 4 \$.....0 ; NAIC 5 \$.....0 ; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	195,386,077	XXX	195,185,722	1,991,051	67,217

SCHEDULE DA - VERIFICATION

Short-Term Investments		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	181,244,201	141,855,430
2. Cost of short-term investments acquired	95,205,849	357,435,116
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....	203,478	942,247
5. Total gain (loss) on disposals.....		100
6. Deduct consideration received on disposals.....	81,267,451	318,988,692
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	195,386,077	181,244,201
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	195,386,077	181,244,201

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION
(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents.....	0	7,769,005
3. Accrual of discount.....	0	36,819
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals.....	0	7,800,000
7. Deduct amortization of premium.....	0	5,824
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

STATEMENT AS OF MARCH 31, 2008 OF THE Priority Health

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED and Additions Made During the Current Quarter

[illegible]

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales under Contract"

[illegible]

EO1

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF MARCH 31, 2008 OF THE Priority Health

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

E04

STATEMENT AS OF MARCH 31, 2008 OF THE Priority Health

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	11	12	13	14	15	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
										Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.							
31339Y-FU-1..	FHLB.....		.01/29/2008.	CITICORP.		501,060	500,000	492,940	498,141	0	138	0	138	0	498,279	0	2,781	2,781	7,999	.01/23/2009.	1..
31339Y-GN-6..	FHLB.....		.01/29/2008.	GREENWICH.		349,423	350,000	346,413	349,526	0	70	0	70	0	349,596	0	(174)	(174)	4,977	.07/15/2008.	1..
3133X4-ZC-8..	FHLB.....		.02/01/2008.	BARCLAY.		1,004,218	1,000,000	971,227	991,551	0	588	0	588	0	992,139	0	12,079	12,079	9,083	.04/15/2009.	1..
3134A4-TE-4..	FHLMC.....		.03/15/2008.	MATURITY.		50,000	50,000	48,656	49,909	0	91	0	91	0	50,000	0	0	0	688	.03/15/2008.	1..
31359W-DJ-9..	FNMA.....		.02/15/2008.	MATURITY.		350,000	350,000	401,926	351,412	0	(1,412)	0	(1,412)	0	350,000	0	0	0	10,063	.02/15/2008.	1..
31359W-OM-8..	FNMA.....		.01/15/2008.	MATURITY.		100,000	100,000	96,970	99,934	0	66	0	66	0	100,000	0	0	0	1,625	.01/15/2008.	1..
36202V-XU-0..	GNMA #610991.		.03/01/2008.	MBS PAYDOWN.		15,309	15,309	15,204	15,309	0	1	0	1	0	15,309	0	0	0	131	.06/01/2034.	1..
36291E-RM-5..	GNMA #626092.		.03/01/2008.	MBS PAYDOWN.		19,072	19,072	19,397	19,073	0	(1)	0	(1)	0	19,072	0	0	0	95	.03/01/2034.	1..
36291S-PT-1..	GNMA #636834.		.03/01/2008.	MBS PAYDOWN.		1,154	1,154	1,178	1,154	0	0	0	0	0	1,154	0	0	0	10	.11/01/2034.	1..
0399999 - Bonds - U.S. Governments						2,390,236	2,385,535	2,393,911	2,376,009	0	(459)	0	(459)	0	2,375,549	0	14,686	14,686	34,671	XXX	XXX
31283H-S9-7..	FHLMC G01444.		.03/01/2008.	MBS PAYDOWN.		5,682	5,682	5,919	5,685	0	(3)	0	(3)	0	5,682	0	0	0	67	.08/01/2032.	1..
31287X-Z8-2..	FHLMC C70767.		.03/01/2008.	MBS PAYDOWN.		1,465	1,465	1,517	1,466	0	0	0	0	0	1,465	0	0	0	16	.09/01/2032.	1..
3128JW-ZC-0..	FHLMC 1B2670.		.02/01/2008.	MBS PAYDOWN.		24,805	24,805	24,927	24,806	0	(2)	0	(2)	0	24,805	0	0	0	192	.12/01/2034.	1..
3128K6-SB-2..	FHLMC A46242.		.03/01/2008.	MBS PAYDOWN.		17,864	17,864	17,175	17,856	0	8	0	8	0	17,864	0	0	0	148	.07/01/2035.	1..
3128M1-C7-2..	FHLMC G11994.		.03/01/2008.	MBS PAYDOWN.		23,015	23,015	22,868	23,012	0	3	0	3	0	23,015	0	0	0	233	.05/01/2021.	1..
3128M1-KY-4..	FHLMC G12211.		.03/01/2008.	MBS PAYDOWN.		16,738	16,738	16,338	16,731	0	7	0	7	0	16,738	0	0	0	147	.06/01/2021.	1..
3128M1-NX-3..	FHLMC G12306.		.03/01/2008.	MBS PAYDOWN.		32,599	32,599	32,910	32,609	0	(10)	0	(10)	0	32,599	0	0	0	383	.07/01/2021.	1..
3128M4-JV-6..	FHLMC G02676.		.03/01/2008.	MBS PAYDOWN.		41,093	41,093	40,682	41,085	0	8	0	8	0	41,093	0	0	0	432	.03/01/2037.	1..
3128M4-K6-9..	FHLMC G02717.		.03/01/2008.	MBS PAYDOWN.		36,280	36,280	35,850	36,273	0	7	0	7	0	36,280	0	0	0	371	.02/01/2037.	1..
3128M4-R4-7..	FHLMC G02907.		.03/01/2008.	MBS PAYDOWN.		49,740	49,740	50,323	49,757	0	(16)	0	(16)	0	49,740	0	0	0	559	.04/01/2037.	1..
3128MJ-BP-4..	FHLMC G08045.		.03/01/2008.	MBS PAYDOWN.		7,394	7,394	7,348	7,394	0	0	0	0	0	7,394	0	0	0	72	.03/01/2035.	1..
3128MJ-BQ-2..	FHLMC G08046.		.03/01/2008.	MBS PAYDOWN.		26,022	26,022	26,413	26,025	0	(3)	0	(3)	0	26,022	0	0	0	251	.03/01/2035.	1..
3128MJ-CJ-7..	FHLMC G08072.		.03/01/2008.	MBS PAYDOWN.		10,651	10,651	10,379	10,649	0	2	0	2	0	10,651	0	0	0	93	.08/01/2035.	1..
3128MJ-F4-7..	FHLMC G08186.		.03/01/2008.	MBS PAYDOWN.		77,761	77,761	77,008	77,745	0	17	0	17	0	77,761	0	0	0	827	.03/01/2037.	1..
3128MM-CQ-4..	FHLMC G18078.		.03/01/2008.	MBS PAYDOWN.		13,015	13,015	12,790	13,012	0	3	0	3	0	13,015	0	0	0	115	.10/01/2020.	1..
3128MM-DG-5..	FHLMC G18102.		.03/01/2008.	MBS PAYDOWN.		15,464	15,464	15,691	15,467	0	(4)	0	(4)	0	15,464	0	0	0	146	.02/01/2021.	1..
31292H-R7-1..	FHLMC C01410.		.03/01/2008.	MBS PAYDOWN.		3,104	3,104	3,201	3,104	0	(1)	0	(1)	0	3,104	0	0	0	34	.10/01/2032.	1..
31292H-RZ-9..	FHLMC C01404.		.03/01/2008.	MBS PAYDOWN.		2,198	2,198	2,280	2,198	0	0	0	0	0	2,198	0	0	0	25	.10/01/2032.	1..
31292J-BQ-2..	FHLMC C01847.		.03/01/2008.	MBS PAYDOWN.		10,945	10,945	10,809	10,944	0	1	0	1	0	10,945	0	0	0	107	.06/01/2034.	1..
31292J-BR-0..	FHLMC C01848.		.03/01/2008.	MBS PAYDOWN.		16,818	16,818	17,231	16,822	0	(4)	0	(4)	0	16,818	0	0	0	160	.06/01/2034.	1..
31294K-YC-3..	FHLMC E01607.		.03/01/2008.	MBS PAYDOWN.		16,369	16,369	16,573	16,372	0	(3)	0	(3)	0	16,369	0	0	0	144	.04/01/2019.	1..
312965-TD-8..	FHLMC B13248.		.03/01/2008.	MBS PAYDOWN.		20,919	20,919	21,288	20,922	0	(3)	0	(3)	0	20,919	0	0	0	176	.04/01/2019.	1..
312969-ZB-8..	FHLMC B17190.		.03/01/2008.	MBS PAYDOWN.		51,574	51,574	51,510	51,573	0	1	0	1	0	51,574	0	0	0	385	.11/01/2019.	1..
312969-FY-9..	FHLMC B16483.		.03/01/2008.	MBS PAYDOWN.		28,406	28,406	29,076	28,422	0	(16)	0	(16)	0	28,406	0	0	0	230	.09/01/2019.	1..
31297C-KU-3..	FHLMC A24807.		.03/01/2008.	MBS PAYDOWN.		6,576	6,576	6,489	6,576	0	0	0	0	0	6,576	0	0	0	55	.07/01/2034.	1..
31297C-ZO-6..	FHLMC A25251.		.03/01/2008.	MBS PAYDOWN.		25,295	25,295	26,153	25,304	0	(9)	0	(9)	0	25,295	0	0	0	302	.08/01/2034.	1..
31297E-UN-4..	FHLMC A26889.		.03/01/2008.	MBS PAYDOWN.		25,023	25,023	25,312	25,024	0	(1)	0	(1)	0	25,023	0	0	0	130	.09/01/2034.	1..
31297G-FG-1..	FHLMC A28267.		.03/01/2008.	MBS PAYDOWN.		24,251	24,251	24,652	24,253	0	(2)	0	(2)	0	24,251	0	0	0	252	.11/01/2034.	1..
31297N-QE-1..	FHLMC A32253.		.03/01/2008.	MBS PAYDOWN.		1,881	1,881	1,839	1,881	0	0	0	0	0	1,881	0	0	0	16	.04/01/2035.	1..
31297N-TA-4..	FHLMC A33245.		.03/01/2008.	MBS PAYDOWN.		2,102	2,102	2,037	2,102	0	0	0	0	0	2,102	0	0	0	16	.02/01/2035.	1..
31335H-AP-5..	FHLMC C90830.		.03/01/2008.	MBS PAYDOWN.		12,961	12,961	12,773	12,959	0	2	0	2	0	12,961	0	0	0	108	.05/01/2024.	1..
31335H-SF-6..	FHLMC C90846.		.03/01/2008.	MBS PAYDOWN.		21,954	21,954	22,448	21,961	0	(6)	0	(6)	0	21,954	0	0	0	216	.08/01/2024.	1..
3133X9-DY-3..	FHLB 6T-9009 1.		.03/25/2008.	MBS PAYDOWN.		16,822	16,822	16,764	16,777	0	45	0	45	0	16,822	0	0	0	123	.11/25/2009.	1..
31371H-D9-6..	FNMA #252228.		.03/01/2008.	MBS PAYDOWN.		103	103	107	103	0	0	0	0	0	103	0	0	0	1	.12/01/2028.	1..
31371K-T6-8..	FNMA #254473.		.03/01/2008.	MBS PAYDOWN.		5,233	5,233	5,418	5,235	0	(2)	0	(2)	0	5,233	0	0	0	49	.10/01/2017.	1..
31371K-UC-3..	FNMA #254479.		.03/01/2008.	MBS PAYDOWN.		4,137	4,137	4,278	4,139												

STATEMENT AS OF MARCH 31, 2008 OF THE Priority Health

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	11	12	13	14	15	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
										Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.							
31388L-C8-1..	FNMA #607695.....		..03/01/2008..	MBS PAYDOWN.....		3,051	3,051	3,155	3,051	0	0	0	0	0	3,051	0	0	0	48	..11/01/2031..	1..
31388R-GT-8..	FNMA #612310.....		..03/01/2008..	MBS PAYDOWN.....		904	904	934	904	0	0	0	0	0	904	0	0	0	9	..09/01/2016..	1..
31389U-TR-0..	FNMA #636060.....		..03/01/2008..	MBS PAYDOWN.....		89	89	92	89	0	0	0	0	0	89	0	0	0	1	..04/01/2032..	1..
31390P-TE-7..	FNMA #652249.....		..03/01/2008..	MBS PAYDOWN.....		1,097	1,097	1,117	1,097	0	0	0	0	0	1,097	0	0	0	9	..09/01/2017..	1..
31391D-DD-2..	FNMA #663500.....		..03/01/2008..	MBS PAYDOWN.....		2,280	2,280	2,309	2,280	0	0	0	0	0	2,280	0	0	0	20	..10/01/2032..	1..
31391J-JM-3..	FNMA #668168.....		..03/01/2008..	MBS PAYDOWN.....		1,039	1,039	1,069	1,039	0	0	0	0	0	1,039	0	0	0	8	..11/01/2032..	1..
31391Q-S8-8..	FNMA #673843.....		..03/01/2008..	MBS PAYDOWN.....		4,283	4,283	4,365	4,284	0	(1)	0	(1)	0	4,283	0	0	0	40	..10/01/2017..	1..
31393M-6V-8..	FHLMC 2580 QL.....		..03/01/2008..	MBS PAYDOWN.....		40,164	40,164	41,055	40,164	0	0	0	0	0	40,164	0	0	0	321	..09/01/2008..	1..
31400C-6F-6..	FNMA #684070.....		..03/01/2008..	MBS PAYDOWN.....		13,361	13,361	13,678	13,364	0	(4)	0	(4)	0	13,361	0	0	0	145	..05/01/2018..	1..
31400W-T7-5..	FNMA #699974.....		..03/01/2008..	MBS PAYDOWN.....		4,954	4,954	5,075	4,955	0	(1)	0	(1)	0	4,954	0	0	0	46	..04/01/2033..	1..
31401B-VB-8..	FNMA #703610.....		..03/01/2008..	MBS PAYDOWN.....		5,386	5,386	5,524	5,387	0	(1)	0	(1)	0	5,386	0	0	0	46	..06/01/2018..	1..
31401W-V9-7..	FNMA #720740.....		..03/01/2008..	MBS PAYDOWN.....		7,262	7,262	7,434	7,263	0	(1)	0	(1)	0	7,262	0	0	0	74	..07/01/2033..	1..
31402Q-CF-6..	FNMA #734570.....		..03/01/2008..	MBS PAYDOWN.....		9,892	9,892	9,807	9,891	0	0	0	0	0	9,892	0	0	0	90	..08/01/2033..	1..
31402W-LY-2..	FNMA #740243.....		..03/01/2008..	MBS PAYDOWN.....		13,257	13,257	13,447	13,258	0	(1)	0	(1)	0	13,257	0	0	0	147	..10/01/2033..	1..
31403D-T8-2..	FNMA #745875.....		..03/01/2008..	MBS PAYDOWN.....		38,057	38,057	38,393	38,066	0	(10)	0	(10)	0	38,057	0	0	0	445	..09/01/2036..	1..
31403U-3H-2..	FNMA #758700.....		..03/01/2008..	MBS PAYDOWN.....		40,057	40,057	39,156	40,049	0	8	0	8	0	40,057	0	0	0	179	..11/01/2019..	1..
31403V-GR-4..	FNMA #759008.....		..03/01/2008..	MBS PAYDOWN.....		1,737	1,737	1,724	1,737	0	0	0	0	0	1,737	0	0	0	14	..01/01/2034..	1..
31404D-OG-6..	FNMA #765555.....		..03/01/2008..	MBS PAYDOWN.....		1,310	1,310	1,290	1,310	0	0	0	0	0	1,310	0	0	0	11	..12/01/2033..	1..
31404J-OD-0..	FNMA #770052.....		..03/01/2008..	MBS PAYDOWN.....		8,358	8,358	8,437	8,359	0	(1)	0	(1)	0	8,358	0	0	0	79	..03/01/2019..	1..
31404K-TB-8..	FNMA #771046.....		..03/01/2008..	MBS PAYDOWN.....		12,013	12,013	11,974	12,013	0	0	0	0	0	12,013	0	0	0	90	..04/01/2019..	1..
31405B-A6-8..	FNMA #784029.....		..03/01/2008..	MBS PAYDOWN.....		24,089	24,089	24,010	24,088	0	1	0	1	0	24,089	0	0	0	180	..06/01/2019..	1..
31405C-UT-4..	FNMA #785494.....		..03/01/2008..	MBS PAYDOWN.....		6,140	6,140	6,094	6,140	0	0	0	0	0	6,140	0	0	0	51	..06/01/2034..	1..
31405F-3V-2..	FNMA #788412.....		..03/01/2008..	MBS PAYDOWN.....		6,427	6,427	6,338	6,426	0	1	0	1	0	6,427	0	0	0	48	..07/01/2019..	1..
31405H-5G-9..	FNMA #790247.....		..03/01/2008..	MBS PAYDOWN.....		1,702	1,702	1,663	1,701	0	0	0	0	0	1,702	0	0	0	14	..08/01/2034..	1..
31405M-MA-2..	FNMA #793353.....		..03/01/2008..	MBS PAYDOWN.....		18,397	18,397	18,949	18,402	0	(4)	0	(4)	0	18,397	0	0	0	210	..08/01/2034..	1..
31405N-S8-9..	FNMA #794443.....		..03/01/2008..	MBS PAYDOWN.....		16,160	16,160	16,349	16,161	0	(1)	0	(1)	0	16,160	0	0	0	193	..10/01/2034..	1..
31405P-OQ-6..	FNMA #795263.....		..03/01/2008..	MBS PAYDOWN.....		12,476	12,476	12,702	12,479	0	(3)	0	(3)	0	12,476	0	0	0	111	..09/01/2019..	1..
31406B-EU-0..	FNMA #804847.....		..03/01/2008..	MBS PAYDOWN.....		7,843	7,843	7,564	7,843	0	1	0	1	0	7,843	0	0	0	39	..01/01/2035..	1..
31406F-TS-0..	FNMA #808861.....		..03/01/2008..	MBS PAYDOWN.....		27,221	27,221	27,646	27,226	0	(5)	0	(5)	0	27,221	0	0	0	287	..01/01/2035..	1..
31406K-E9-7..	FNMA #812060.....		..03/01/2008..	MBS PAYDOWN.....		36,247	36,247	36,083	36,245	0	2	0	2	0	36,247	0	0	0	244	..03/01/2035..	1..
31406T-JR-3..	FNMA #819372.....		..03/01/2008..	MBS PAYDOWN.....		16,311	16,311	16,226	16,310	0	1	0	1	0	16,311	0	0	0	120	..03/01/2020..	1..
31407B-U6-4..	FNMA #826005.....		..03/01/2008..	MBS PAYDOWN.....		11,875	11,875	11,465	11,871	0	4	0	4	0	11,875	0	0	0	108	..07/01/2035..	1..
31407Y-ES-4..	FNMA #844445.....		..03/01/2008..	MBS PAYDOWN.....		26,653	26,653	25,658	26,642	0	11	0	11	0	26,653	0	0	0	282	..12/01/2035..	1..
31407Y-R6-8..	FNMA #844809.....		..03/01/2008..	MBS PAYDOWN.....		13,645	13,645	13,287	13,642	0	3	0	3	0	13,645	0	0	0	118	..11/01/2035..	1..
31408A-EN-6..	FNMA #845341.....		..03/01/2008..	MBS PAYDOWN.....		22,224	22,224	22,127	22,223	0	1	0	1	0	22,224	0	0	0	203	..01/01/2036..	1..
31408B-2X-5..	FNMA #846890.....		..03/01/2008..	MBS PAYDOWN.....		8,743	8,743	8,631	8,742	0	1	0	1	0	8,743	0	0	0	81	..12/01/2035..	1..
31408D-UQ-5..	FNMA #848491.....		..03/01/2008..	MBS PAYDOWN.....		29,698	29,698	29,122	29,691	0	7	0	7	0	29,698	0	0	0	308	..12/01/2035..	1..
31409E-LS-8..	FNMA #868937.....		..03/01/2008..	MBS PAYDOWN.....		20,479	20,479	20,729	20,485	0	(6)	0	(6)	0	20,479	0	0	0	224	..05/01/2036..	1..
31410U-3F-7..	FNMA #898198.....		..03/01/2008..	MBS PAYDOWN.....		96,741	96,741	97,504	96,763	0	(22)	0	(22)	0	96,741	0	0	0	1,045	..11/01/2036..	1..
31410U-SZ-6..	FNMA #897936.....		..03/01/2008..	MBS PAYDOWN.....		56,087	56,087	56,227	56,092	0	(5)	0	(5)	0	56,087	0	0	0	582	..08/01/2021..	1..
31410V-DU-1..	FNMA #898415.....		..03/01/2008..	MBS PAYDOWN.....		53,888	53,888	54,334	53,902	0	(14)	0	(14)	0	53,888	0	0	0	645	..10/01/2036..	1..
31411E-ZB-6..	FNMA #906238.....		..03/01/2008..	MBS PAYDOWN.....		49,063	49,063	47,522	49,044	0	19	0	19	0	49,063	0	0	0	479	..01/01/2037..	1..
31413D-S4-0..	FNMA #942539.....		..03/01/2008..	MBS PAYDOWN.....		44,696	44,696	44,158	44,680	0	16	0	16	0	44,696	0	0	0	510	..08/01/2037..	1..
3199999 - Bonds - Special Revenues						1,960,080	1,960,080	1,959,307	1,960,020	0	58	0	58	0	1,960,080	0	0	0	19,262	XXX	XXX
209111-DJ-9..	CONSOLIDATED ED CO NY.....		..02/01/2008..	BOA.....		273,088	250,000	304,875	274,305	0	(794)	0	(794)	0	273,511</						

STATEMENT AS OF MARCH 31, 2008 OF THE Priority Health

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter																					
1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identi- fication	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Desig- nation or Market Indicator (a)
7499999 Totals						9,230,006	XXX	9,416,330	9,209,845	0	(5,585)	0	(5,585)	0	9,204,259	0	25,745	25,745	158,824	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0 .

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

STATEMENT AS OF MARCH 31, 2008 OF THE Priority Health

SCHEDULE E - PART 1 - CASH

[illegible]

Schedule E - Part 2 - Cash Equivalents

NONE